MARVEL® COMICS

WHAT IF...™ PHOENIX ™

HAD NOT DIED?

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FEATURING... THE X-MEN®

ALL NEW ACTION! ALL NEW THRILLS!

J.R. RAMOS/J.A.H.

SINCE THE DAWN OF TIME, MY PEOPLE HAVE OBSERVED THE UNIVERSE. I'VE SEEN ITS GLORY, AND ITS FOLLY, ITS TRIUMPH AND ITS TRAGEDY. **OBSERVED**--BUT NEVER **INTERFERED**... FOR I AM, **THE WATCHER.**

BEHOLD ***THE PHOENIX.*** IT IS FIRE, THE SOUL AND SPIRIT OF LIFE INCARNATE. A UNIVERSAL FORCE, IT TOUCHES EVERY LIVING BEING IN THE COSMOS WITH THE PASSION TO *CREATE*... *AND DESTROY.*

SEEING ALL LIFE THREATENED, THE PHOENIX FORCE SOUGHT TO ACT THROUGH A HUMAN AVATAR. IT CHOSE THE INDIVIDUAL WHICH MOST PERFECTLY EMBODIED ITS SPIRIT, A WOMAN OF GREAT BEAUTY, PASSION, COURAGE, POWER...AN EARTHWOMAN, **JEAN GREY.** THE X-MAN **MARVEL GIRL.**

ON ONE FATEFUL DAY, JEAN GREY ALONE STOOD BETWEEN ALL HER FELLOW X-MEN AND CERTAIN DEATH. PILOTING THE DAMAGED STARCORE SPACE SHUTTLE THROUGH A FIERCE SOLAR FLARE--

--JEAN STRUGGLED TO SAVE HER FRIENDS, ESPECIALLY THE MAN SHE LOVED, SCOTT SUMMERS--**CYCLOPS.** BUT THE DEADLY RADIATION FINALLY TOOK ITS TOLL.

CHRIS CLAREMONT & GEORGE CARAGONNE • PLOT
GEORGE CARAGONNE • SCRIPT
ROD RAMOS • PENCILS
JAN ANTON HARPS • INKS
JANICE CHIANG • LETTERS
RENEE WITTERSTAETTER • COLORS
CRAIG ANDERSON • EDITOR
TOM DeFALCO • EDITOR IN CHIEF

JEAN WAS ON THE BRINK OF DEATH WHEN THE PHOENIX FORCE HEARD HER ANGUISHED CRY-- AND RESPONDED!

IT OFFERED TO SAVE JEAN'S LIFE AND THE LIVES OF THE X-MEN... FOR A PRICE.

THE PHOENIX TOOK JEAN'S PLACE, COPYING JEAN'S **BODY, MIND** AND **SOUL** SO PERFECTLY THAT PHOENIX ITSELF WOULD NOT BE AWARE OF ITS TRUE NATURE!

THE X-MEN BELIEVED THAT JEAN GREY HAD **DIED** AND BEEN **RESURRECTED**.

THE WORLD BELIEVED THAT **JEAN** HAD BECOME **PHOENIX**... BUT IT WAS PHOENIX THAT **BECAME** JEAN GREY.

THE PHOENIX REPRESENTED ALL THAT IS BEST IN HUMANITY WHEN SHE HEALED THE **M'KRANN CRYSTAL**-- STOPPING THE THREAT OF THE NEUTRON GALAXY-- THUS **SAVING** THE ENTIRE UNIVERSE!

AND PHOENIX MIGHT HAVE REMAINED BENEFICENT BUT FOR THE ACTIONS OF **JASON WYNGARDE, MASTERMIND**, WHOSE PSYCHIC BRAINWASHING OF PHOENIX BROUGHT OUT THE DARK SIDE OF HER PERSONALITY TO CREATE THE **BLACK QUEEN**.

THUS, PHOENIX WAS CORRUPTED INTO **DARK PHOENIX**, AN EVIL BEING THAT DESTROYED AN ENTIRE STAR SYSTEM--

--KILLING **FIVE BILLION** PEACEFUL BEINGS WITH NO MORE CARE THAN YOU MIGHT CRUSH AN INSECT.

DRIVEN INSANE WITH POWER, PHOENIX FACED THE X-MEN AND HER BELOVED CYCLOPS IN FINAL CONFLICT.

PHOENIX'S DARK SIDE WAS **PURGED**, NOT BY FORCE ALONE, BUT BY HER LOVE FOR THE X-MEN AND THEIRS FOR HER. HER POWER WAS REDUCED TO A LEVEL SHE COULD CONTROL.

BUT AS SOON AS PHOENIX'S RAMPAGE STOPPED, SHE WAS CALLED TO JUDGMENT BY THE **ALIEN SHI'AR EMPIRE.**

FINALLY, ON YOUR MOON, THE SHI'AR IMPERIAL GUARD **FOUGHT** THE X-MEN TO DECIDE HER FATE. BUT DURING THE BATTLE, PHOENIX AGAIN REGAINED HER FULL, GODLIKE POWERS.

SHE REALIZED THE **PRICE** THE UNIVERSE WOULD PAY IF PHOENIX LIVED--IF SHE EVER LOST CONTROL AGAIN.

IF EVEN **ONE** MORE PERSON DIED AT MY HANDS...

IT'S BETTER THIS WAY. QUICK. CLEAN. FINAL.

I LOVE YOU, SCOTT.

PHOENIX STOPPED HERSELF THE **ONLY** WAY SHE KNEW HOW. IT ACTED AS THE **REAL** JEAN GREY WOULD HAVE.

PHOENIX COULD HAVE LIVED TO BECOME A **GOD**, BUT IT WAS MORE IMPORTANT TO HER THAT SHE DIE... A *HUMAN.*

SO IT WAS ON YOUR WORLD, BUT ON ANOTHER WORLD, IN AN ALTERNATE REALITY, EVENTS TRANSPIRED DIFFERENTLY.

IN THIS UNIVERSE, PHOENIX WAS STRUCK DOWN BEFORE SHE REGAINED HER FULL POWER.

WHAT IF PHOENIX HAD LIVED?

THE BATTLE WAS LOST AND PHOENIX WAS SURRENDERED INTO THE HANDS OF THOSE WHO HAD SWORN HER DESTRUCTION.

THE SHI'AR DARED NOT KILL PHOENIX--DOING SO MIGHT DISRUPT THE M'KRANN CRYSTAL, SETTING FREE THE NEUTRON GALAXY, THUS DESTROYING THE UNIVERSE.

INSTEAD THEY PERFORMED A PSYCHIC LOBOTOMY--

--DESTROYING THE PARTS OF HER BRAIN RELATED TO HER POWERS. SHE WOULD NOT BE PHOENIX OR MARVEL GIRL. SHE WOULD BECOME... AND FOREVER REMAIN... A NORMAL HUMAN BEING.

TIRED, DEFEATED, MENTALLY POWERLESS AND SPIRITUALLY CRUSHED, JEAN AND SCOTT LEFT THE X-MEN, ATTEMPTING TO SALVAGE A LITTLE HAPPINESS IN THEIR LIVES.

OVER THE NEXT FEW MONTHS, THE REST OF THE X-MEN LIVED--AND BATTLED FOES--MUCH THE SAME AS THEY DID ON YOUR WORLD--WITH ONE NOTABLE EXCEPTION.

SPRING THAT SAME YEAR...

JEAN GREY AND SCOTT SUMMERS WERE MARRIED THREE WEEKS AGO. AT JEAN'S WISH, SCOTT INVITED NONE OF THEIR MANY FRIENDS.

THE HOUSE, ON THE BEACH FRONT AT MARTHA'S VINEYARD WAS A **WEDDING GIFT** FROM THE ANGEL, WARREN WORTHINGTON III.

SCOTT SUMMERS IS A PROUD MAN. IT WAS DIFFICULT FOR HIM TO ACCEPT "CHARITY."

HMMMM...? ...JEAN?

BUT HE HAD A GOOD JOB AS A PILOT FOR A LOCAL CHARTER AIRLINE, AND JEAN NEEDED A PLACE OF REFUGE TO BURN THE PSYCHIC POISON OUT OF HER SYSTEM.

HOWEVER...

--INVESTIGATION INTO THE ASSASSINATION OF **SENATOR ROBERT KELLEY** AT THE HANDS OF **MUTANT TERRORISTS** CONTINUES...

JEAN...IT'S LATE...COME TO BED.

SLEEP? I DON'T THINK SO.

I'LL JUST WAKE UP SCREAMING AGAIN, LIVING THAT SAME NIGHTMARE AGAIN...BILLIONS OF SOULS.

BILLIONS. LOVES. HOPES. FEARS.

SCREAMING. PAIN. DEATH.

I SLAUGHTERED AN ENTIRE RACE OF LIVING BEINGS AND...GOD IN HEAVEN...I ***LOVED*** IT.

I REMEMBER ***EVERYTHING***-- THE SHI'AR MADE SURE OF ***THAT***.

JEAN, I CAN'T...I DON'T...

I DON'T HAVE THE WORDS...

WHEN I WAS A TELEPATH, WE DIDN'T NEED WORDS!

I SAW PEOPLE AS THOUGHTS! EMOTIONS! NOW YOU ALL SEEM LIKE MOVING PICTURES-- PERFECT-- BUT UNREAL!

MY PSI TALENT WASN'T A "SUPER POWER!" IT WAS PART OF ME! ONE OF MY BASIC SENSES!

LIKE HEARING...

...SIGHT...

...TOUCH.

IMAGINE BEING A PAINTER AND HAVING YOUR EYES GOUGED OUT--

--YOUR HANDS CUT OFF!

IT'S WORSE THAN BEING DEAF, DUMB, AND BLIND!

JEAN! WAIT! LISTEN TO ME!

FOR THE FIRST TIME IN MY ADULT LIFE, I'M ALONE. LOCKED INSIDE MY HEAD LIKE A--A PRISON!

TO KNOW WHAT I **WAS** AND SEE WHAT I **AM?**

SCOTT... IT'S MORE THAN I CAN BEAR...

SLEEPING PILLS? IF SHE DOESN'T WANT TO SLEEP, WHY WOULD SHE...?

IT'S BETTER THAT I--

NO! I **WON'T** ACCEPT THAT! **YOUR** POWERS WERE TAKEN AWAY--**I'D** GIVE MY SOUL TO BE **RID** OF MINE! WE'VE BOTH BEEN HURT, BUT THAT'S ALL BEHIND US!

I WON'T LET **YOU** GIVE UP NOW!

OUR LOVE, OUR LIFE, IF IT'S WORTH DYING FOR--IT'S WORTH LIVING FOR.

SCOTT...I LOVE YOU.

A TOUCHING MOMENT...

...I'M TRULY SORRY TO INTRUDE UPON IT.

BUT WE HAVE *UNFINISHED BUSINESS*, X-MEN!

MAGNETO!

TO HIS CREDIT, SCOTT FIGHTS...

HE OPENS HIS EYES WIDE AND TEARS OFF THE SPECIAL RUBY QUARTZ GLASSES THAT HOLD BACK HIS DEADLY OPTIC BLASTS.

AT FULL STRENGTH, THEY CAN PUNCH A TRUCK-SIZED HOLE THROUGH SOLID STEEL.

ZARK

BUT, AGAINST A MAN WHO HAS BEATEN THE **ENTIRE TEAM** OF X-MEN AND HELD HIS OWN AGAINST THE AVENGERS--

SCRASH

--EVEN THIS POWER PALES.

DO NOT RESIST, CYCLOPS. MY MAGNETIC CONTROL OVER THE METALLIC ELEMENTS IN THIS BUILDING IS ABSOLUTE.

SKOW

ARMS PINNED! I CAN'T FIRE BLIND--I MIGHT HIT JEAN!

STOP IT! YOU'RE KILLING HIM!

THAT IS NOT MY INTENTION. HE IS NOT THE ONE I CAME FOR, PHOENIX--

--YOU ARE.

IF I COME WITH YOU, YOU WON'T HURT HIM?

JEAN! NO!

YOU HAVE MY WORD.

I HAVE NO CHOICE.

A CUBIC MILE OF ROCK AND STEEL SPINS IN GEOSYNCHRONOUS ORBIT 22,300 MILES ABOVE THE EARTH. ITS PRESENCE SHIELDED FROM EARTHLY SENSORS, NO SPACE CHART LISTS ITS NAME--

--ASTEROID M!

THOSE FEW WHO KNOW OF ITS EXISTENCE DO NOT FEAR ITS MANY DEFENSES AND WEAPONS...

...SO MUCH AS THEY DO ITS MASTER.

AH, MISS GREY--

MRS. SUMMERS.

YES... PLEASE JOIN ME. YOU MUST BE HUNGRY FROM THE JOURNEY.

YOU'RE NOT WEARING THE CLOTHES I PROVIDED. IF THEY ARE NOT TO YOUR LIKING, I CAN ASSEMBLE OTHERS.

I'M NOT YOUR ***GUEST***, MAGNETO. I'M YOUR ***PRISONER***. SO LET'S SKIP THE PLEASANTRIES--

--AND CUT TO THE CHASE. WHAT DO YOU WANT?

AH... SUCH PASSIONATE FIRE! SUCH UNGUESSED STRENGTH!

IT IS NO WONDER SUMMERS AND THAT LITTLE PSYCHOPATH WOLVERINE HAVE ***BOTH*** LOST THEIR HEARTS TO YOU.

H-HOW DO YOU KNOW ABOUT--

I KNOW EVERY DETAIL OF YOU AND YOUR ERSTWHILE TEAMMATES. IN THE MONTHS SINCE OUR LAST CONFLICT,* I'VE STUDIED YOU ALL *QUITE* EXTENSIVELY.

AT FIRST, I'D PLANNED ON USING THIS KNOWLEDGE TO *CRUSH* THE X-MEN, TO *ELIMINATE* THE LAST STUMBLING BLOCK ON MY PATH TO ULTIMATE VICTORY FOR MUTANTKIND.

* X-MEN #112-113. --CLASSIC CRAIG

BUT THEN I DISCOVERED WHAT *XAVIER* ALLOWED THE *SHI'AR* TO DO TO YOU...!

YOU ARE AN HONORABLE FOE, PHOENIX, AS ARE ALL THE X-MEN--WORTHY OF RESPECT. I AM A SOLDIER IN A WAR FOR MY PEOPLE'S SURVIVAL.

TO FALL IN *BATTLE* IS ONE THING--BUT TO BE MADE *HELPLESS*--TO BE *DRAGGED* LIKE AN ANIMAL TO THE SLAUGHTER AT THE HANDS OF *ALIENS*--!

TO BE *MAIMED, MUTILATED, VIOLATED* DOWN TO THE CORE OF YOUR SOUL!

SEEING THIS PERSECUTION BEFALL A FELLOW MUTANT, *EVEN* AN ENEMY, IS EVERYTHING I'VE SWORN TO FIGHT AGAINST.

WHY ARE YOU TELLING ME THIS?

I BROUGHT YOU HERE TO *HEAL* THE WOUND. TO *RESTORE* YOUR POWER.

RESTORE...? BUT THAT'S *IMPOSSIBLE!*

I'VE LONG SINCE GIVEN UP THE CONCEPT OF "IMPOSSIBLE." WHAT SCIENCE CAN DO, IT CAN UNDO.

SO LONG AS YOU POSSESS THE *GENETIC POTENTIAL* FOR POWER, MY MUTANT ENERGY STIMULATOR CAN RESTORE IT.

BEHOLD... THE POWER OF PHOENIX IS YOURS FOR THE TAKING!

AT THAT MOMENT, IN A LOWER EARTH ORBIT...

CABIN PRESSURE 10 PSI. FUEL TEMPERATURE NOMINAL TO PROFILE. SWITCHING TO INERTIAL GUIDANCE.

TRANSORBITAL INSERTION ON 3...2...1... MARK.

THE ROCKET BOOSTERS ANTHONY STARK LENT US HAVE MADE THE BLACKBIRD FULLY SPACEWORTHY, SCOTT.

KEEP YOUR EYE ON THE STRESS GAUGE, NIGHTCRAWLER. WE'RE PUSHING THE AIRFRAME *WAY* BEYOND DESIGNED TOLERANCE.

NIGHTCRAWLER

I'VE NEVER HEARD SUCH *COLDNESS* IN SCOTT'S VOICE. JEAN MAY ALREADY BE DEAD. DOES HE PLAN TO JOIN HER?

COLOSSUS

JEAN ONCE SACRIFICED HER LIFE FOR *US*--BUT WHEN WE FOUGHT TO SAVE *HER*...WE *FAILED*. ALL MY *STRENGTH*, ALL THE *POWER* OF THIS STEEL BODY, MEANT *NOTHING*.

STORM

WE LOST TO THE IMPERIAL GUARD AND *JEAN* PAID THE PRICE. I SWEAR BY THE GODDESS, THIS TIME I SHALL SAVE YOU, DEAR SISTER, OR PERISH MYSELF.

WOLVERINE

MAGNETO'S A *DEAD MAN*, JEANIE! I'M GONNA CARVE THAT SCUM OPEN AND *SPLATTER* HIS GUTS ACROSS THE FLOOR!

STORM AND CYKE BETTER STAY OUT OF MY WAY!

LATER...

IT WAS *UNFORTUNATE* THAT THE X-MEN FORCED MY HAND. BUT, I CANNOT ALLOW *ANYONE* TO INTERFERE --

-- WITH THE REBIRTH OF PHOENIX.

AND ONCE REBORN, SHE WILL BE *MINE.*

I *CAN* EMPOWER HER, BUT WILL I BE ABLE TO *CONTROL* HER? *YES*, I'VE PLANNED TOO LONG, TOO WELL, TO FAIL NOW...

EVEN ASSUMING YOUR CONTRAPTION CAN DO WHAT YOU SAY, I'D BE A *FOOL* TO TAKE YOUR WORDS AT FACE VALUE, MAGNETO.

WHY WOULD YOU GIVE *ME*, A SWORN ENEMY, THE POWER TO DESTROY YOU?

BECAUSE *UNLIKE* XAVIER AND HIS BAND OF IDEALISTIC FOOLS, I KNOW YOUR *TRUE* NATURE.

PHOENIX IS A CREATURE OF *PASSION*, OF *CHAOS*, WHO USES HER POWER TO DOMINATE LESSER BEINGS.

DENY IT WITH ALL YOUR RIGHTEOUS MORALIZING, BUT WE *ARE* KINDRED SPIRITS...IF NOT YET ALLIES.

PERHAPS YOU WILL REMEMBER *WHO* TURNED YOU OVER TO THE ALIENS... AND WHO GAVE YOU SALVATION.

ACCEPT MY GIFT, JEAN. YOU HAVE A UNIVERSE TO GAIN AND NOTHING TO LOSE.

NOTHING... TO LOSE...

AT THAT MOMENT, A NON-FERROUS ASTEROID APPROACHES MAGNETO'S FORTRESS FROM THE OPPOSITE DIRECTION... UNSEEN AND UNDETECTED.

IT COST US OUR RIDE, BUT IT LOOKS LIKE YOUR "*TROJAN HORSE*" PLAY WORKED, CYKE!

IT'LL HAVE *WORKED* WHEN WE GET JEAN OUT OF THAT MANIAC'S HANDS!

THE SOONER, THE BETTER, SCOTT.

I CAN'T MAINTAIN ATMOSPHERIC INTEGRITY WITHIN THIS ASTEROID MUCH LONGER!

BRACE YOURSELVES, MEIN FREUNDS! RADAR SHOWS WE'RE ABOUT TO MAKE CONTACT!

SKRASHH!

ONCE INSIDE...

ANOTHER MINUTE INSIDE THAT ROCK-- ITS STIFLING CONFINEMENT-- I WOULD HAVE GONE MAD!

THIS PLACE IS CRAMMED WITH BOOBYTRAPS! DON'T BUNCH UP AND GIVE THEM AN EASY TARGET!

THIS IS A DESPERATE PLAN. IT IS GOOD THAT MY KATYA REMAINED BEHIND. I WISH I'D HAD THE CHANCE TO TELL HER HOW MUCH I CARE FOR HER.

I'VE TAGGED MAGIE'S SCENT-- JEAN'S, TOO! FORM ON ME. *MOVE IT!!*

SECONDS LATER...

KEEP HITTING FROM ALL SIDES! DON'T GIVE HIM A CHANCE TO MARSHAL HIS STRENGTH!

SHAKOW

BA

MF

WHERE'S *JEAN*, MAGNETO!?! IF YOU'VE SO MUCH AS *TOUCHED* HER, I SWEAR I'LL--

ZAM

LOOK TO YOUR *OWN* LIFE, CYCLOPS! I'VE FOUGHT YOUR X-MEN FOR THE *LAST TIME*--

ARRG!

YOU GOT *THAT* RIGHT, SUCKER! CAUSE YOU'RE GONNA *DIE* TODAY!

BAMF

SHE HAS NOT EVEN **ENTERED** THE POWER REGENERATOR, BUT SO VAST AND ALL-ENCOMPASSING IS THE PHOENIX FORCE THAT IT **ALREADY** OFFERS. TO RETURN TO ITS MORTAL SHELL.

ALREADY SHE FEELS THE HEARTBEAT OF ALL THAT LIVES. THE SONG OF THE STARS ONCE MORE RISES TO MEET HER.

IT IS A POWER **BEYOND** MORTAL THOUGHT, A PRIMAL FORCE SECOND ONLY TO THE CREATOR.

LIKE WELCOMING A RETURNING LOVER, IT IS AS IF HER SOUL HAS BEEN MADE WHOLE ONCE MORE.

SHE WANTS THIS WITH EVERY FIBER OF HER BEING. IT FEELS SO GOOD, SO RIGHT... **AND YET...**

...SOMETHING CALLS HER BACK. A PIECE OF HER MORTAL LIFE. THOSE SHE LOVES MORE THAN LIFE ITSELF. SHE COULD **SAVE** THEM WITH THIS POWER.

IT IS A SONG WITHIN HER, BEAUTIFUL... **AND YET...**

"DARK PHOENIX KNOWS NOTHING OF LOVE," SHE ONCE SAID.

DARK PHOENIX KNOWS ONLY POWER, HUNGER, SUFFERING, PAIN, AND DEATH.

JEAN TO PHOENIX TO DARK PHOENIX -- A PROGRESSION AS INEVITABLE AS **DEATH.**

IF SHE ACCEPTS THIS POWER, HOW LONG WILL IT BE BEFORE SHE LOSES CONTROL... AGAIN?

HOW MANY BILLIONS **MORE** WILL BURN ON THE PYRE OF THE PHOENIX?

NO... NO MORE...

NO MORE BLOOD ON MY HANDS!

NO MORE!

NO MORE!

MEANWHILE...

HE'S HURT! I CAN FINISH HIM!

COME ON THEN, ANIMAL! YOU'LL FIND I'VE STILL ENOUGH POWER TO--

WAIT. I SENSE ELECTROMAGNETIC DISRUPTION... *THE ENERGY CHAMBER!!*

A WAVE OF PURE MAGNETIC FORCE, HURLING US BACK!

THAT LITTLE *FOOL!* SHE'S RUINED *EVERYTHING!!*

JEAN! GOT TO STOP HIM--

GREY! YOU MISERABLE, *UNGRATEFUL* WENCH!

I OFFERED TO HELP YOU... YOU REFUSED... NOW YOU WILL *PAY!*

GO AHEAD, THEN! *KILL ME!*

BUT REMEMBER THIS! I COULD HAVE HAD YOUR POWER, MAGNETO! I COULD HAVE BEEN A GOD!

BUT THE THOUGHT OF BECOMING A POWER MAD MONSTER LIKE YOU SICKENS ME!

I...

I BECAME WHAT I AM WHEN I SAW EVERYONE I EVER LOVED DESTROYED BY THE HATRED HUMANS FEEL FOR US. YOU AND I COULD HAVE STOPPED THAT FOREVER.

IF WE ARE HATED AND FEARED, IT IS LARGELY BECAUSE OF THE ACTIONS OF MEN LIKE YOU!

IT'S NOT TOO LATE, MAGNETO!

YOU MADE YOUR CHOICE, JEAN. MY PATH WAS DECIDED LONG AGO. LEAVE MY HOME, X-MEN.

WE'RE NOT DONE YET, MAGNETO.

NO, SCOTT... THERE'S BEEN ENOUGH FIGHTING TODAY.

THOUGH NO ONE WILL EVER KNOW IT, PHOENIX HAS WON THE GREATEST VICTORY OF HER LIFE THIS DAY.

THOUGH SHE WANTED IT MORE THAN LIFE ITSELF, SHE DENIED ULTIMATE POWER, KNOWING THAT IT WOULD LEAD TO THE DEATH OF INNOCENTS.

ALL THAT LIVE OWE HER A DEBT. FOR THEIR SAKES, SHE GAVE UP THE CHANCE TO BECOME A GOD.

PHOENIX HAS EMERGED FROM THIS CRUCIBLE EMOTIONALLY WHOLE ONCE MORE. HER HUMAN LIFE, HER LIFE WITH SCOTT, REAFFIRMED. AT LONG LAST, THEY ARE HAPPY TOGETHER.

SCOTT SPLITS HIS TIME BETWEEN A HOME LIFE WITH JEAN AND A HERO'S LIFE AS LEADER OF THE X-MEN.

JEAN, MEANWHILE, COMPLETES HER LONG DELAYED COLLEGE CAREER, RECEIVING A DEGREE IN EDUCATION.

BUT TO BOTH HER AND SCOTT, THEIR GREATEST ACCOMPLISHMENT COMES TO THEM IN THE FALL OF THAT YEAR...

RACHEL SUMMERS...

...MEET THE FAMILY.

IN THE MONTHS THAT FOLLOW, JEAN SUMMERS BECOMES THE TEACHER...

...FOR A CLASS OF **NEW MUTANTS** AT XAVIER'S SCHOOL.

AND AN IMPORTANT TEACHER SHE IS.

...NEVER THINK THAT YOUR POWERS PLACE YOU ***ABOVE*** HUMANITY.

...DON'T MAKE THE SAME MISTAKES I DID.

THEN, MONTHS LATER, COMES A TIME WHEN BOTH THE X-MEN **AND** NEW MUTANTS ARE MISSING...*

*INVOLVED WITH EVENTS SEEN IN OUR UNIVERSE AS SECRET WARS I.--CRAIG

Waaaadh! Eeeeee! Waah!

HOLD ON, SWEETHEART, I'M COMING!

I NEVER REALIZED THIS OLD HOUSE WAS SO LONELY BEFORE.

YOU'RE SO EXCITED, BABY. DO YOU SENSE SOMETHING WRONG? CHARLES THINKS YOU MAY BE A TELEPATH LIKE YOUR MOMMY WAS.

...GOD, I HOPE NOT. I'D SELL MY SOUL TO SAVE YOU FROM THE KIND OF LIFE I'VE HAD.

I WISH YOUR DADDY WAS HERE.

HI, HONEY! I'M HOME!

SCOTT!

WHAT HAPPENED TO THE X-MEN? WHERE HAVE YOU *BEEN*?

QUESTIONS! QUESTIONS! AREN'T YOU GLAD TO SEE ME?

OH, YOU BET I AM!

ISN'T THAT NICE! I'M GLAD TO SEE YOU, TOO!

MASTERMIND!

WOULD YOU BE MORE COMFORTABLE SEEING ME AS JASON WYNGARDE, YOUR ONE TRUE LOVE?

I NEVER LOVED YOU! YOU USED ME.

IT'S SO EASY FOR YOU TO ESCAPE RESPONSIBILITY THAT WAY, ISN'T IT? I GAVE YOU YOUR BLACKEST HEART'S DESIRE!

"AND YOU GAVE ME MINE! MAKING ME ONE WITH THE UNIVERSE! THEN LEAVING ME TO BE TORMENTED FOREVER BY THE MEMORY OF WHAT I WAS... AND COULD NEVER BE AGAIN!

"I FINALLY REGAINED MY SENSES. YOU MADE MY LIFE A LIVING PURGATORY..."

WELL...NOW I'M GOING TO RETURN THE FAVOR.

YOU'RE A MASTER OF ILLUSIONS--*NOTHING MORE!* I'M NOT AFRAID OF YOU!

AREN'T YOU NOW? BUT, WHAT IF THE ILLUSION IS SO REAL YOU CANNOT *HELP* BUT BELIEVE IT?

YOUR MIND KNOWS IT IS NOT REAL--BUT YOUR SENSES TELL YOU OTHERWISE...

YOU CAN *HEAR* YOUR BONES BREAKING!

SMELL YOUR FLESH BURNING!

FEEL MAGGOTS EATING YOU ALIVE!

AND THE BEAUTY OF IT ALL IS THAT YOUR TORMENT SHALL BE AS EXQUISITELY PAINFUL AS IT IS EVERLASTING.

DON'T WORRY, MY DARLING, YOU WILL NOT SUFFER ALONE...

WHEN THE X-MEN RETURN, I'LL BE WAITING. THEY WILL BE UNPREPARED, DEFENSELESS...!

PERHAPS ONE DAY I WILL GROW TIRED OF THIS AND JUST KILL YOU ALL.

BUT IN THE MEANTIME... YOU ARE *MINE*, BODY AND SOUL!

ISN'T THAT NICE?

RRRAGGH!

CRACK

YOU CAN GO TO *HADES!* YOU MISERABLE &%#@$!

STUPID, JASON! VERY STUPID. PERHAPS YOU *CAN* TORMENT ME WITH MY OWN INNER DEMONS! MAYBE ONCE I EVEN THOUGHT I DESERVED IT!

BUT YOU THREATENED THE FAMILY I LOVE MORE THAN LIFE ITSELF! *THAT* GAVE ME THE STRENGTH TO OVERCOME YOUR ILLUSION!

SO MUCH THE BETTER, JEAN. THE TIME FOR ILLUSIONS IS *OVER*.

--HIS BODY, MOVING LIKE A PUPPET ON A STRING!

ALLOW ME TO INTRODUCE MYSELF. CHARLES XAVIER KNEW ME AS AMAHL FAROUK.

BUT YOU MAY CALL ME...

THE SHADOW KING!

AS A FORMER TELEPATH, I'M SURE YOU REMEMBER THIS PLACE, *THE ASTRAL PLANE.*

"I WAS THE FIRST MUTANT HE EVER FOUGHT.* HE DESTROYED MY EARTHLY BODY. BUT I CANNOT DIE.

"I'VE BIDED MY TIME, WATCHING, PLANNING MY RETURN. EVENTUALLY, I STOLE ANOTHER BODY TO ACT THROUGH.

"TAKING SUBCONSCIOUS CONTROL OF MASTERMIND, I USED HIS REVENGE SCHEME TO GET CLOSE TO YOU!"

*X-MEN #117.--CRAIG

I'VE PUT MY GHOSTS TO REST. I'M NOT GOING TO LET YOU HURT ME!

ONLY IGNORANCE BREEDS SUCH OVERCONFIDENCE. IF YOU HAD THE SLIGHTEST KNOWLEDGE OF MY TRUE NATURE...

...YOU WOULD KNOW THAT I COULD GRIND YOUR SOUL TO DUST WITH A THOUGHT...

HOWEVER, UNLIKE MASTERMIND, I PREFER TO END THIS QUICKLY!

BLAM

YOU WILL DIE *NOW.*

BLAM BLAM BLAM BLAM

AND YOUR PRECIOUS BABY RACHEL, HEIR TO *YOUR* POWER, WILL BE MY EARTHLY HOST BODY.

REST IN PEACE, PHOENIX--YOU ARE THE MOTHER OF THE FUTURE MASTER OF THE WORLD!

TIME PASSES.

HER BLOOD STAINS THE CARPET SCARLET.

NO HEARTBEAT. NO BRAIN ACTIVITY.

THE BODY IS COLD.

RIGOR MORTIS HAS SET IN.

JEAN GREY...PHOENIX... WHATEVER YOU CHOOSE TO CALL HER...IS DEAD.

OR PERHAPS SOMETHING MORE.

HNUNN?

WHA-- WHERE?

I DIED. I'M SURE OF IT. WHERE IN BLAZES AM I?

NOT THE BEST CHOICE OF WORDS, I GUESS....

THE PHOENIX! COMING FOR ME!

STAY AWAY! I DON'T WANT YOU!

NOOOO!

THE PHOENIX HAS NOT TAKEN HER... IN TRUTH IT NEVER LEFT.

SHE IS THE PHOENIX.

SHE TOOK A **PORTION** OF JEAN'S SOUL AND MADE THIS BODY A PERFECT MATCH.

IN ANOTHER WORLD, PHOENIX TOOK HER OWN LIFE, BUT DEATH CANNOT HOLD HER. NOW SHE REMEMBERS WHAT SHE MADE HERSELF FORGET.

JEAN GREY IS A MORTAL EARTHWOMAN. PHOENIX IS A FORCE OF THE UNIVERSE.

SHE KNOWS THE TRUTH.

AND THE TRUTH HAS SET HER FREE.

NO.

NO.

NO.

NO.

HER LIFE.

HER LOVE.

HER CHILD.

ALL THAT SHE HOLDS DEAR. IT IS ALL A LIE.

JAMAICA BAY, ON THE EDGE OF JFK AIRPORT IN NEW YORK CITY.

SHE KNOWS THE TRUTH IS HERE.

AFTER ALL, THIS IS WHERE SHE PUT IT.

THE PHOENIX TOOK JEAN'S LIFE, AND NOW THE TIME HAS COME TO GIVE IT BACK.

SHE IMAGINES SCOTT, HER LIFE'S LOVE (NOT HERS--JEAN'S) TORN BETWEEN TWO WOMEN.

ON THE SHUTTLE, YEARS AGO, JEAN GREY WAS DYING. PHOENIX PLACED HER WITHIN THIS HEALING COCOON.

NO. WORSE. HE WILL DESPISE THIS ALIEN **THING** THAT PRETENDED TO BE JEAN.

HER LIFE IS OVER. SHE FEELS IT COLLAPSE LIKE A HOUSE OF CARDS.

HER HEART IS BREAKING AND SHE DOESN'T EVEN HAVE THE RIGHT TO CRY.

EVERYTHING WOULD BE ALL RIGHT IF **THIS** JEAN **HAD** DIED ON THE SHUTTLE. IF ONLY THIS JEAN WERE NOT HERE.

IT IS A STRAY, ERRANT THOUGHT.

BUT FOR THE PHOENIX, WHATEVER SHE THINKS BECOMES REALITY.

JEAN GREY IS GONE AS IF SHE NEVER EXISTED.

I DIDN'T DO THAT... DID I?

I COULDN'T... OH, GOD... I'M SORRY...

I SAW THE PHOENIX SAVE THE UNIVERSE. I SAW HER REFUSE POWER AND SAVE IT ONCE MORE. I SAW HER DESTROY A WORLD IN AN INSANE RAMPAGE.

THIS DAY I SAW HER TAKE AN INNOCENT LIFE--A DELIBERATE ACT OF MURDER--AND WITH THAT ONE SELFISH ACT SHE WILL CONDEMN EVERYONE AND EVERYTHING SHE HOLDS DEAR.

TIME WILL TELL... YOU WILL SEE...

NEXT ISSUE:
WHAT IF THE PHOENIX ROSE AGAIN?